

BR 45073 201

TAX MAP IDENTIFICATION NUMBERS FOR ALL PARCELS
AFFECTED BY THIS ORDER ARE SHOWN ON EXHIBIT(S) **B-3**;
WHICH IS / ARE ATTACHED TO AND A PART OF THIS ORDER

Instrument prepared by:

VIRGINIA GAS AND OIL BOARD

Order recorded under:

CODE OF VIRGINIA

§ 45.1-361.26

VIRGINIA:

BEFORE THE GAS AND OIL BOARD

APPLICANTS:

Equitable Production Company on behalf of
Range Resources Pine Mountain LLC and
five members of the Stanley Trust.

DOCKET NO.

00-0516-1145-02

RELIEF SOUGHT:

Issuance: A Supplemental Order for Disbursement of Escrowed Funds
Action: Amending Prior Orders Affecting Drilling VC-505247,
Tract 3
(Referenced herein as "the Subject Drilling Unit")

Location: Dickenson County, Virginia

Action Details:

- (1) To provide a calculation of funds, Unit Operator has deposited into the Escrow Account for Drilling Unit VC-505247 by Tract Subaccounts;
- (2) To provide each applicant, in simple terms, a complete month over month Royalty Accounting of unit production, costs, taxes and proceeds, depicting variables used in the calculation of royalty payments to the unit escrow account.
- (3) To disburse unit funds to the Applicants, in accordance with their Unit Ownership Interests relative to those funds deposited by the Unit Operator into Subject Drilling

REPORT OF THE BOARD

FINDINGS AND ORDER

1. **Hearing Date and Place:** This matter came on for final hearing before the Virginia Gas and Oil Board (herein "Board") at 9:00 a.m. on February 17, 2009 at the Southwest Virginia Higher Education Center Abingdon VA.
2. **Appearances:** , James Kaiser esq of Wilhoit and Kaiser appeared for the Unit Operator; and Sharon M.B. Pigeon, Assistant Attorney General, was present to advise the Board.
3. **Jurisdiction and Notice:** Pursuant to Va. Code §§ 45.1-361.1 *et seq.*, and in particular Va. Code §§ 45.1-361.21 and 45.1-361.22, the Board finds that it has jurisdiction over the establishment and maintenance of an escrow account, with tract sub accounts, for each of the coalbed methane gas drilling units established by the Board through its field rules that are subject to a Board pooling order. Further, the Unit Operator is required to deposit, as applicable, those funds specified in Va. Code § 45.1-361.21.D., 45.1-361.22.A.2, 45.1-361.22.A.3 and 45.1-361.22.A.4 into the applicable escrow tract sub accounts. The Board finds that: (1) while it **does not** have jurisdiction to resolve conflicting claims to the ownership of the Coalbed Methane Gas produced by the Unit Operator from wells located on Subject Drilling Unit, and (2) while it **does not** have jurisdiction to interpret agreements by and between the Gas owners/claimants and/or the Unit Operators or to abridge or contravene the provisions of such agreements, (3) pursuant to Va. Code § 45.1-361.22.A.5, **the Board does have jurisdiction and authority to disburse funds from the Escrow Account** provided the Board has been provided with a final decision of a court of competent jurisdiction adjudicating the ownership of coalbed methane gas as between the conflicting claimants or an agreement among all claimants owning conflicting estates in the tracts in question or any undivided interest therein.

4. **Prior Proceedings:**

- 4.1. (a) On May 16, 2003, the Board executed its order pooling interests in the Subject Drilling Unit for the production of occluded natural gas produced from coalbeds and rock strata associated therewith (herein "Gas") in accordance with the provisions of Va. Code SS 45.1-361.21 and 45.1-361.22 (herein "Pooling Order"). The Pooling Order was filed with the Clerk of the Circuit Court of Dickenson County on May 30, 2003, Instrument Number 030001050. The Board executed its Supplemental Order Regarding Elections that was filed with the Clerk on September 15, 2003, Instrument Number 030001718 (hereafter all orders are collectively referred to as the "Pooling Orders").

(b) After the Miscellaneous Petition VGOB-03-0415-1145-01 seeking disbursement of escrowed funds for the above referenced drilling unit and tract was filed with the Division of Gas and Oil on April 18, 2008, and brought before the Virginia Gas and Oil Board on May 20, 2008, it was determined that the funds entitled to the Estate of Emily P. Baker (listed as both applicant and plaintiff on the original petition) should be disbursed to The Emily Baker GST Trust, William G. Baker, Trustee, 21410 SE Highway 224, Damascus, OR 97089-7825, as documented on the W-9 form and accompanying Identification Number on file.

(c) After the Miscellaneous Petition VGOB-03-0415-1145-01 seeking disbursement of escrowed funds for the above referenced drilling unit and tract was filed with the Division of Gas and Oil on April 18, 2008, and brought before the Virginia Gas and Oil Board on May 20, 2008, it was determined that the funds entitled to Pauline B. Legard (listed as both applicant and plaintiff on the original petition) should be disbursed to the Estate of Pauline B. Legard, 64 Canoe Hill Road, New Haven, CT 06840, as documented on the W-9 form and accompanying Identification Number on file.
- 4.2. To the extent claims to the Gas were in conflict, pursuant to Va. Code S 45.1-361-22 payments attributable to said conflicting claims were ordered deposited by the Unit Operator into the escrow account established by the Pooling Orders (herein "Escrow Account"). According to the Pooling Orders and testimony, the coal estate ownership interests of Range Resources Pine Mountain LLC; and the gas ownership interests of certain of the Stanley Trust in tract 3 in the Subject Drilling Unit were in conflict and became subject to the escrow requirements of the Pooling Order.
- 4.3. The Unit Operator's Miscellaneous Petition regarding tract 3 a copy of which is attached to and made a part hereof, states under oath that Range Resources Pine Mountain LLC and the Applicants have entered into an agreement with regards to Tracts 3 and that by the terms of the agreements, Range Resources Pine Mountain LLC has entered into a (80% 20%) split agreement regarding these tracts and escrow regarding these individual conflicting claims detailed herein, is no longer required for these parties.
- 4.4. The Unit Operator gave notice to Range Resources Pine Mountain LLC and the applicants that the Board would consider its disbursement authorization at its hearing on January 20, 2009 and consider whether to: (1) amend the Pooling Order to provide for the disbursement a portion of funds on deposit in the Escrow Account attributable to tract 3 identified in the attached miscellaneous petition (2) delete the requirement that the Unit Operator place future royalties attributable to said Tract 3 in the interests of Applicants identified in the miscellaneous petition in the Escrow Account, and (3) continue the escrow account under this docket number because there are other parties under this order subject to continued payments in the escrow under Tract 5.
- 4.5. The Unit Operator filed the attached accounting for Subject Drilling Unit's Escrow Account with the Board ("Accounting").

5. **Findings:**

5.1. Va. Code 45.1-361.22.5 provides:

The Board shall order payment of principal and accrued interests, less escrow account fees, from the escrow account to conflicting claimants within thirty days of receipt of notification of (i) a final decision of a court of competent jurisdiction adjudicating the ownership of coalbed methane gas as between them or (ii) an agreement among all claimants owning conflicting estates in the tracts in question or any undivided interest therein. The amount to be paid to the conflicting claimants shall be determined based on the percentage of ownership interest of the conflicting claimants as shown in the operator's supplemental filing made part of the pooling order that established the escrow account, the operator's records of deposits attributable to those tracts for which funds are being requested, and the records of the escrow account for the coalbed methane gas

drilling unit. The interests of any cotenants who have not entered into an agreement shall remain in the escrow account.

5.2 Applicant has certified and represented to the Board that:

- (1) Range Resources Pine Mountain LLC and certain individuals of the Stanley Trust property in Tract 3; are the owners of the coal and gas acreage estate underlying a portion of VGOB Tract 3 of the Subject Drilling Unit;
- (2) Net interests attributable and to be disbursed to Applicants are shown in Table 1,

VGOB Approved Disbursement
VGOB 03-0415-1145-02

		Fractional Ownership	Acreage Interest	Split Agreement	Acres	% of Escrowed Funds
TABLE 1						
	Tract 3 (Stanely Trust)					
	Disbursement Table					
Tract					11.39	
3	Stanley Trust (10.52 acres total)		10.52			
3	-- Marcus Stanley / 15675 Jasper Creek Rd / Bristol VA 24202	1/5	2.104	80.0%	1.68	14.78%
3	-- Candace Stanley-Berry / 16244 Mountain Spring Rd / Abingdon VA 24210	1/5	2.104	80.0%	1.68	14.78%
3	-- Christian W. Burkholder, General Receiver for the Estate of Nathan Todd Stanley / PO Box 505 Bristol, VA 24203	1/5	2.104	80.0%	1.68	14.78%
3	-- Sonya R. Stanley Able Trust / C/o Marcus Stanley Trustee / 15675 Jasper Creek Rd / Bristol VA 24202	1/5	2.104	80.0%	1.68	14.78%
3	-- First Bank & Trust, Successor Trustee Benefit of Jeffrey Stanley Berry / C/o Jack Phelps, Vice President / 1108 East Stone Drive / PO Box 3860 / Kingsport TN 37660	1/5	2.104	80.0%	1.68	14.78%
3	Range Resources - Pine Mountain, Inc., P.O. Box 5100, Lebanon, VA 24226		10.52	20.0%	2.10	18.47%

6. Relief Granted:

For the reasons set forth in Paragraph 4 and 5 above, and based upon the Accounting and Table 1 above, the Escrow Agent is ordered to, within 10 days of receipt of this executed order to disburse funds for the unit and applicants detailed in Table 1 above.

Exhibit E to the Pooling Order, showing owners subject to escrow, is deleted and replaced with the Exhibit E attached to this order. Further, the Supplemental Order filed in this cause is hereby modified to delete the requirement that payments attributable to the conflicting coalbed methane gas ownership interests of those applicants indicated in Table 1 be deposited by the Unit Operator into the Escrow Account, **and**, because there are other owners subject to escrow under the Supplemental Order, the Escrow Agent is directed to continue the Escrow Account for Subject Drilling Unit. To the extent not specifically granted herein, any other or further relief is denied.

7. **Conclusion:**

Therefore, the requested relief and all terms and provisions set forth above in Paragraph 6 above be and hereby are granted and IT IS SO ORDERED.

8. **Appeals:**

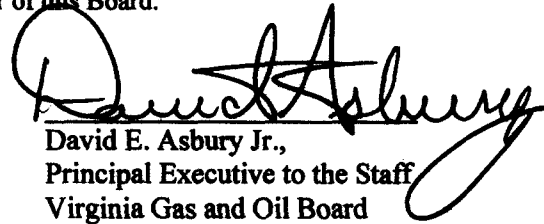
Appeals of this Order are governed by the provisions of Va. Code § 45.1-361.9 which provides that any order or decision of the Board may be appealed to the appropriate circuit court and that whenever a coal owner, coal operator, gas owner, gas operator, or operator of a gas storage field certificated by the State Corporation Commission is a party in such action, the court shall hear such appeal de novo.

9. **Effective Date:** This Order shall be effective on the date of its execution.

DONE AND EXECUTED this 20 day of July, 2009 by a majority of the Virginia Gas and Oil Board.

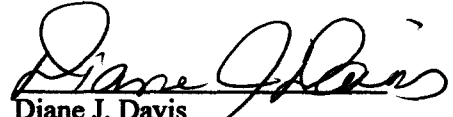

Bradley C. Lambert, Chairman

DONE AND PERFORMED this 20 day of July, 2009 by an Order of this Board.

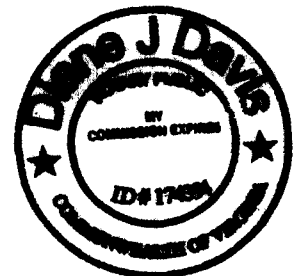

David E. Asbury Jr.,
Principal Executive to the Staff
Virginia Gas and Oil Board

COMMONWEALTH OF VIRGINIA)
COUNTY OF WASHINGTON

Acknowledged on this 20th day of July, 2009, personally before me a notary public in and for the Commonwealth of Virginia, appeared Bradley C. Lambert, being duly sworn did depose and say that he is the Chairman of the Virginia Gas and Oil Board and David E. Asbury Jr., being duly sworn did depose and say that he is Principal Executive to the Staff of the Virginia Gas and Oil Board, that he executed the same and was authorized to do so.


Diane J. Davis
Notary Public #174394

My commission expires: 09 / 30 / 2009



BK 468 PG 205

VIRGINIA:**BEFORE THE VIRGINIA GAS AND OIL BOARD**

APPLICANTS: Equitable Production Company on behalf of Mark Stanley, Candace Stanley-Berry, The Estate of Nathan Todd Stanley, Sonya R. Stanley Abel Trust, Jeffrey A. Berry Trust and Range Resources-Pine Mountain Inc.

DOCKET NUMBER: VGOB 03/04/15-1145-02

RELIEF SOUGHT: Supplemental Order for Disbursement of Escrowed Funds on behalf of Mark Stanley, Candace Stanley-Berry, The Estate of Nathan Todd Stanley, Sonya R. Stanley Abel Trust, Jeffrey A. Berry Trust and Range Resources-Pine Mountain Inc.

LEGAL DESCRIPTIONS: Drilling Unit Number 505247 created by Board Order Dated April 15, 2003 VGOB 03/04/15-1145 in Dickenson County, Virginia.

HEARING DATE: January 20, 2009

MISCELLANEOUS PETITION

1. **Party:** Applicant herein Mark Stanley, (hereinafter "Plaintiffs), whose address is 15674 Jasper Creek Road, Bristol, VA 24202, Candace Stanley-Berry, (hereinafter "Plaintiffs), whose address is 16244 Mountain Spring Road, Abingdon, VA 24210; Estate of Nathan Todd Stanley, (hereinafter "Plaintiffs), whose address is Christian Burkholder, General Receiver, Washington County Circuit Court, P.O. Box 505, Bristol, VA 24201, Sonya R. Stanley Abel Trust, (hereinafter "Plaintiffs), whose address is Mark Stanley, Trustee, 15674 Jasper Creek Road, Bristol, VA 24202, Jeffrey A. Berry Trust, (hereinafter "Plaintiffs), whose address is The First Bank and Trust Company, Trustee, Attention Mr. Jack Phelps, 1108 East Stone Drive, Kingsport, TN 37664 and Range Resources-Pine Mountain Inc., Whose address is P.O. Box 2136, Abingdon, VA 24212.
2. **Facts:**
 - a. Equitable was designated as the Operator and Applicants interests were Pooled in the 505247 Unit by Order of the Virginia Gas and Oil Board (hereinafter "Board") executed May 16, 2003, pursuant to Docket No. VGOB 03/04/15-1145 and recorded in the Circuit Court Clerk's Office Dickenson County, Virginia on May 30, 2003, Deed Book 387, Page 788 (hereinafter "Order").
 - b. The Order and Supplemental Order required the Escrow Agent named and appointed therein to establish an interest-bearing escrow account for funds

Docket No. VGOB 03/04/15-1145-02

pertaining to the above-referenced Unit and subject to escrow pursuant to the terms of the Order.

- c. The Order and Supplemental Order further required the Operator to deposit bonus and royalty payments with the Escrow agent which could not be made because the person(s) entitled hereto could not be made certain due to conflicting claims of ownership.
- d. Pine Mountain Oil and Gas, Inc. was a conflicting claimant with the above-listed Plaintiffs with regard to Tract 3 as created by Board Order as VGOB 03/04/15-1145 is the applicable Tracts.
- e. To resolve this conflict, a Letter dated September 11, 2008 signed by Ann Edmisten, Land Technician of Range Resources-Pine Mountain Oil and Gas, Inc. is attached hereto and incorporated herein as Exhibit "A".
- f. The amounts deposited with the Escrow Agent regarding the Unit need to be determined and distributed accordingly.
- g. Any escrow amount, not yet deposited into the escrow account, held by Operator should also be determined, and distributed to Applicants/Plaintiffs herein, accordingly.
- h. Applicants/Plaintiffs herein do hereby request that the Board enter amended supplemental order for the Unit directing the Escrow Agent and the Operator to disburse to the aforesaid Plaintiff the funds attributable to the previous conflicting claim with Pine Mountain, held in escrow for the VGOB number as listed above.
 - 1. The Applicants certify that the matters set forth in the application, to the best of their knowledge, information, and belief, are true and correct and that the form and content of the Application and conform to the requirements of relevant Board regulations and orders.
 - 2. Legal Authority: VA Code Ann. §45.1-361.1 et seq., 4 VAC 25-160, and such other regulations and Board orders promulgated pursuant to law.
 - 3. Relief Sought: Applicants request that the Board issue amended supplement order amending all prior orders affecting the Unit which amended supplement order will provide as follows:
 - a. Determining the amount of funds attributable to the Applicants/Plaintiffs herein.
 - b. Directing the Escrow Agent to determine the amount of funds attributable to Applicants/Plaintiffs herein, provide an accounting hereof, and disburse the funds on deposit with the Escrow Agent, including any applicable interest, pertaining to the interest in the Unit shown above for distribution.

- c. Directing the Operator to determine the amount of funds attributable to the Applicants/Plaintiffs herein, provide an accounting thereof, and disburse the units in its hands, if any, subject to escrow but not then on deposit with the Escrow Agent, including any applicable interest, at the time of the Supplemental Order requested therein is executed, attributable to the Applicants/Plaintiffs herein for distribution.
- d. Directing the Operator to disburse the funds, including any applicable interest, and provide an accounting thereof, which it may receive after the date of the execution of the amended supplemental order requested in the Application, if any, attributable to the Applicants/Plaintiff herein, and to discontinue the payment of such funds into Escrow.
- e. Granting such other relief as is merited by the evidence and is just and equitable whether or not such relief has been specifically requested herein.

Dated this 19th day of December, 2008.

By: 

Petitioner

Address:

Wilhoit & Kaiser
220 Broad St, Ste. 210
Kingsport, TN 37660

CERTIFICATE

The foregoing application to the best of my knowledge, information and belief is true and correct. Notice was given pursuant to Va. Code Ann. §45.1-361.19.



Petitioner

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AGREEMENT

THIS AGREEMENT, by and between CHARLES STANLEY, CANDACE STANLEY-BERRY, also known as CANDACE L. BERRY-STANLEY, and MARK STANLEY, also known as MARCUS S. STANLEY, individually and as Successor Trustees of the NORMAN A. STANLEY AND LAQUITA JOY STANLEY REVOCABLE TRUST DATED NOVEMBER 13, 1997 (sometimes referred to as the "Stanley Trust"); MARK STANLEY, also known as MARCUS S. STANLEY, individually and as TRUSTEE OF THE DISCRETIONARY SPENDTHRIFT TRUST FOR SONYA STANLEY ABEL; THE FIRST BANK AND TRUST COMPANY, SUCCESSOR TRUSTEE OF THE TRUST FOR THE BENEFIT OF JEFFREY A. BERRY; and RANGE RESOURCES-PINE MOUNTAIN, INC., FORMERLY KNOWN AS PINE MOUNTAIN OIL AND GAS, INC. ("RR-PM") is entered into as of the ^{5th} day of September, 2008 as set forth herein:

RECITALS

A. WHEREAS, Equitable Production Company ("EPC") has drilled certain coalbed methane gas wells on that certain tract of land located in Dickenson County, Virginia (the "Property" or "Subject Tract") in which RR-PM claims ownership of the coalbed methane gas through its deed from the former coal owner underlying the Property and the Stanley Trusts hold an undivided interest in the gas; and

B. WHEREAS, during their lifetimes, Norman A. Stanley and Laquita Joy Stanley acquired title to the Subject Tract as Tenants by the Entireties. Norman A. Stanley and Laquita Joy Stanley died testate as residents of Washington County, Virginia on October 27, 2003 and October 26, 2001, respectively. Pursuant to the Last Will and Testament of Norman A. Stanley, title to the Subject Tract passed to the Stanley Trust.

C. WHEREAS, a true copy of a Certification of Trust pertaining to the Stanley Trust of record in the Office of the Clerk for the Circuit Court of Dickenson County, Virginia as Instrument # 0700000522 at Deed Book 436, page 92 is attached hereto as Schedule A.

D. WHEREAS, the beneficiaries of the Stanley Trust are Mark Stanley, Candace Stanley-Berry,

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the Estate of Nathan Todd Stanley, The Discretionary Spendthrift Trust for Sonya Stanley Abel, and The Trust for the Benefit of Jeffrey A. Berry. The First Bank and Trust Company is the sole Successor Trustee for the Trust for the Benefit of Jeffrey A. Berry. Nathan Todd Stanley died intestate on August 4, 2004. Pursuant to order entered by the Circuit Court of Washington County, Virginia, all distributions from the Stanley Trust to the Estate of Nathan Todd Stanley are to be paid to the General Receiver of Washington County, Virginia pending further order of the Court. A true copy of the aforesaid court order is attached hereto as Schedule B; and

E. WHEREAS, there exist conflicting claims as to the ownership of the coalbed methane gas of the Subject Tract between RR-PM and the Stanley Trust; and

F. WHEREAS, plats indicating the location of the Wells within the operating units located upon the Subject Tract are attached hereto as Schedule C (the "Plats");

G. WHEREAS, due to the parties' conflicting interests in the Subject Tract, EPC, as operator of the units, has placed certain royalty proceeds attributable to the parties' conflicting interests in the coalbed methane gas into an escrow account pending either a final legal determination or agreement resolving said conflicting claims is made or achieved (the "Escrow Fund"); and

H. WHEREAS, as of the date of this Agreement, the amounts held in Escrow Fund total \$182,097.02; and

I. WHEREAS, the parties acknowledge the most economical and expedient way to secure a release of amounts held in the Escrowed Funds is to enter into this Agreement which sets forth how the Escrowed Funds are to be distributed. In order to avoid the expense and time required to resolve the ownership question through the courts, the parties have agreed to resolve their conflicting interests in the coalbed methane gas pursuant to this Agreement so as to facilitate the distribution of the amounts held in the Escrow Fund and to direct payment of all future coalbed methane gas; and

NOW, THEREFORE, for valuable consideration it is mutually agreed and understood by, between and

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among the undersigned as follows:

1. The beneficiaries of the Stanley Trust shall receive a pro-rata disbursement equal to 80% of the proceeds held in the Escrow Fund on the above mentioned wells and RR-PM shall receive disbursement of 20% of the proceeds held in the Escrow Fund on the above mentioned wells. The same percentage division shall occur for all future production payments which may accrue to the parties' conflicting interests from the above mentioned wells. RR-PM will, at its sole expense, pursue the administrative process required to secure release of the sums held in the Escrow Fund and will absorb all future costs of administering this Agreement. None of these expenses and costs will be deducted from the 80% of the royalty proceeds to be distributed to beneficiaries of the Stanley Trust. It is also agreed that the royalty from any future coalbed methane gas wells drilled upon the Subject Tract or upon other lands in which the Subject Tract is pooled therewith will be permanently split in the same 80%/20% proportion.

2. RR-PM will diligently pursue the administrative processes required to secure release of the sums for the Escrow Fund to the Stanley Trust and RR-PM in accordance with the terms of this Agreement and shall provide copies of the correspondence to EPC, requesting distribution amounts held in the Escrowed Funds as well as the directive to EPC to pay all future royalties and other benefits attributable to the parties' conflicting interests in the same 80%/20% directly to the Beneficiaries of the Stanley Trust as set forth in Schedule D hereto.

3. The parties acknowledge and agree that this Agreement effects a permanent division of the accrued, suspended or escrowed royalty payments and all future payments on the above mentioned wells and future wells which is binding upon their respective successors and assigns and as appropriate heirs and executors. By entering into this Agreement, the parties agree to refrain from making any claim or bringing any suit against the other party attacking the other party's coalbed methane interests set forth in this Agreement. It is expressly agreed by the parties hereto that the division of the accrued, suspended or escrowed royalty payments and all future royalty payments on the above mentioned wells and future wells shall remain subject to this Agreement, regardless of any subsequent judicial determination of the ownership of coalbed methane in the Commonwealth

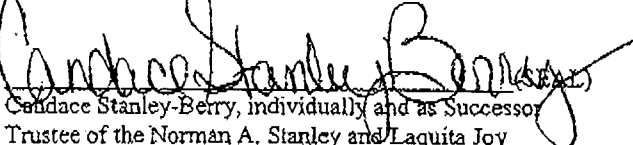
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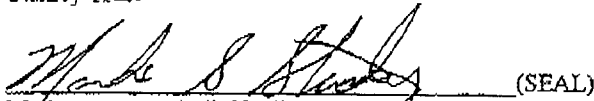
of Virginia. Provided, however, nothing contained in this Agreement shall change or alter the parties' common law rights and liabilities or the legal title to their respective coal and gas estates.

4. By entering into this Agreement, the Trustees of the Stanley Trust confirm that they are the current owner of the gas estate underlying the tract attributed to the Subject Tract as shown on the Plats. It is contemplated that, subsequent to the execution of this Agreement, title to the Subject Tract will be transferred to the beneficiaries of the Stanley Trust such that each shall hold a one-fifth undivided interest in the Subject Tract; to wit: Mark Stanley, Candace Stanley-Berry, The Trust for the Benefit of Jeffrey A. Berry; The Discretionary Spendthrift Trust for Sonya Stanley Abel and the Estate of Nathan Todd Stanley.

5. The parties request and direct EPC to disburse royalties in accordance with this Agreement and the Trustees of the Stanley Trust understand and agree that no other terms or conditions of the lease with EPC are affected by this Agreement.

AGREED TO AND ACCEPTED BY:


Candace Stanley-Berry, individually and as Successor
Trustee of the Norman A. Stanley and Laquita Joy
Stanley Trust


Mark S. Stanley, individually, and as Successor Trustee of
the Norman A. Stanley and Laquita Joy Stanley
Trust, and as Sole Trustee of The Discretionary
Spendthrift Trust for Sonya R. Stanley Abel

(SEAL)
Charles Stanley, Successor Trustee of the Norman A.
Stanley and Laquita Joy Stanley Trust and as
Executor of the Estate of Norman A. Stanley

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THE FIRST BANK AND TRUST COMPANY

Jack B. Bailey Jr.
By: Vice President - Trust Officer (SEAL)
Successor Trustee for The Trust for the
Benefit of Jeffrey A. Berry

RANGE RESOURCES-PINE MOUNTAIN, INC.
Formerly Pine Mountain Oil and Gas, Inc.

By: Phil Horn (SEAL)
Phil Horn
Land Manager

STATE OF Tennessee
COUNTY OF Sullivan, to wit:

I, Cynthia Leigh Wyatt, a Notary Public in and for the State and County aforesaid, so hereby certify that Candace Stanley-Berry, individually and as Successor Trustee of the Norman A. Stanley and Laquita Joy Stanley Trust, whose name is signed to the writing hereto annexed, has this day acknowledged the same before me, in said County and State.

Given under my hand and notarial seal this the 01st day of September 2008.

My commission expires: May 25, 2012

Cynthia Leigh Wyatt
Notary Public
Registration No.: _____
Commission Expires May 25, 2012

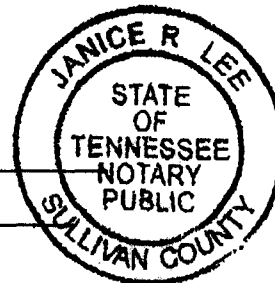
STATE OF Tennessee
COUNTY OF Sullivan, to wit:

I, Janice R. Lee, a Notary Public in and for the State and County aforesaid, so hereby certify that Mark S. Stanley, individually and as Successor Trustee of the Norman A. Stanley and Laquita Joy Stanley Trust, and as Sole Trustee of The Discretionary Spendthrift Trust for Sonya R. Stanley Abel whose name is signed to the writing hereto annexed, has this day acknowledged the same before me, in said County and State.

Given under my hand and notarial seal this the 4th day of September 2008.

My commission expires: May 14, 2011

Janice R. Lee
Notary Public
Registration No.: _____



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STATE OF KENTUCKY

COUNTY OF _____, to wit:

I, _____, a Notary Public in and for the State and County aforesaid, so hereby certify that Charles Stanley as Successor Trustee of the Norman A. Stanley and Laquita Joy Stanley Trust and as Executor of the Estate of Norman A. Stanley, whose name is signed to the writing hereto annexed, has this day acknowledged the same before me, in said County and State.

Given under my hand and notarial seal this the ____ day of _____, 2008.

My commission expires: _____

Notary Public

Registration No.: _____

STATE OF Tennessee
COUNTY OF Sullivan

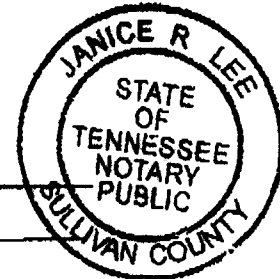
I, Janice R. Lee, a Notary Public in and for the State and County aforesaid, so hereby certify that Jack A. Berry, Successor Trustee of The First Bank and Trust Company, Successor Trustee of The Trust for the Benefit of Jeffrey A. Berry, whose name is signed to the writing hereto annexed, has this day acknowledged the same before me, in said County and State on behalf of The First Bank and Trust Company.

Given under my hand and notarial seal this the 9th day of September, 2008.

My commission expires: May 14, 2011

Janice R. Lee
Notary Public

Registration No.: _____



COMMONWEALTH OF VIRGINIA
COUNTY OF WASHINGTON, to wit:

I, Rebecca Ann M. Edmister, a Notary Public in and for the State and County aforesaid, do hereby certify that Phil Horn, Land Manager for Range Resources-Pine Mountain, Inc., formerly known as Pine Mountain Oil and Gas, Inc., whose name as such is signed to the writing hereto annexed, has this day, before me, in my said County acknowledged the said writing on behalf of said corporation.

Given under my hand and notarial seal this the 5th day of September, 2008.

My commission expires: 1/31/2012



Rebecca Ann M. Edmister
Notary Public

Registration No.: 169828

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Schedule D to Agreement

<u>Trust</u>	<u>Beneficiaries</u>	<u>Tax I.D. Number</u>
The Norman A. Stanley and Laquita Joy Stanley Revocable Trust dated November 13, 1997	(1) Mark Stanley 15674 Jasper Creek Road Bristol, VA 24202	229-98-7313
	(2) Candace Stanley-Berry 16244 Mountain Spring Road Abingdon, VA 24210	231-21-1312
	(3) Estate of Nathan Todd Stanley Royalties due to the Estate of Nathan Todd Stanley should be made payable to: "General Receiver of the Circuit Court of Washington County, Virginia" in accordance with January 25, 2006 Order entered by the Judge for the Circuit Court of Washington County, Virginia, Subsection (d) of the final paragraph of the Order.)	20-6300755
	The name and address of the General Receiver: Christian Burkholder, General Receiver Washington County Circuit Court PO Box 505 Bristol, VA 24201	
	(4) The Trust for the Benefit of Sonya R. Stanley Abel Mr. Mark Stanley, Trustee 15674 Jasper Creek Road Bristol, VA 24202	26-6519497
	(5) The Trust for the Benefit of Jeffrey A. Berry The First Bank and Trust Company, Trustee Attention: Mr. Jack Phelps 1108 East Stone Drive Kingsport, TN 37664	20-7248468

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Schedule A to Agreement

CERTIFICATION OF TRUST

The undersigned, CANDICE L. STANLEY BERRY, of Bristol, Virginia; MARCUS S. STANLEY of Bristol, Virginia; and CHARLES STANLEY, of Riceyville, Kentucky, make this Certification of Trust, effective as of this 23 day of March, 2007, as follows:

1. The trusts currently in existence that are the subject of this Certification are: The Norman A. Stanley and Laquita Joy Stanley Revocable Living Trust, dated November 13, 1997, and Addendums thereto as amended pursuant to Amendment and Appointment of Successor Trustees dated September 24, 2001; The Trust for the Benefit of Sonya R. Stanley Abel; and The Trust for the Benefit of Jeffrey A. Berry (the "Trusts").

2. Norman A. Stanley and Laquita Joy Stanley, husband and wife, of Bristol, Virginia, are the trustors of the Trusts and are named as the original trustees. Laquita Joy Stanley died on October 26, 2001 and Norman A. Stanley died on October 27, 2003. Nathan T. Stanley, Charles Stanley, Marcus S. Stanley and Candice L. Stanley Berry are named as the successor trustees of the Trust and their succession as trustees was by virtue of the death of Norman A. Stanley and Laquita Joy Stanley. Nathan Todd Stanley died on August 4, 2004. The current trustees consist of Charles Stanley, Marcus S. Stanley and Candice L. Stanley-Berry who are serving as co-trustees and acting jointly, pursuant to the terms of the Trusts.

3. At the time of the demise of Norman A. Stanley and Laquita Joy Stanley, the beneficiaries of the Trust consisted of Candice L. Stanley-Berry, Marcus S. Stanley, Nathan Todd Stanley, Sonya R. Stanley Abel and Jeffrey A. Berry.

4. Pursuant to Agreement dated December 12, 2005 entered into by the Trustees of the Trust, certain disbursements of assets were authorized by the Trustees and the assets held for the

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beneficiaries under the age of 25, being Sonya R. Stanley Abel and Jeffrey A. Berry, were retained in separate trusts in accordance with the Trusts and applicable law to wit: The Trust for the Benefit of Sonya R. Stanley Abel and the Trust for the Benefit of Jeffrey A. Berry.

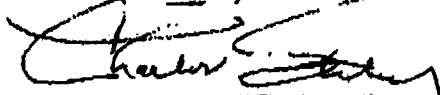
5. The trustees of the Trusts are granted the powers set forth in Virginia Code § 64.01-57, among others, and are expressly given the powers to sell and transfer real property that is at any time a part of the Trusts, either at public auction or privately, upon the terms the trustees consider appropriate. The trustees are also expressly granted the power to execute and deliver any document the trustees consider advisable to carry out any power under the Trusts, and no other party shall be obligated to enquire into the validity of such documents.

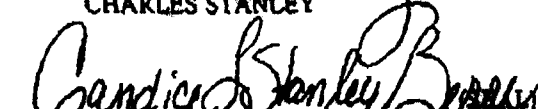
6. Pursuant to the Trusts, the trustors, Norman A. Stanley and Laquita Joy Stanley, reserved the right to revoke or amend the Trust, which became irrevocable at the death of the first of them.


7. The Trusts have not been revoked, modified or amended in any manner which would cause the representations contained in this Certification to be incorrect.

8. The undersigned declare under oath that the foregoing statements are true and correct to the best of their knowledge and belief.

WITNESS the following signatures and seals this 03 day of March, 2007.


CHARLES STANLEY (SEAL)


CANDICE L. STANLEY BERRY


MARCUS S. STANLEY (SEAL)

COMMONWEALTH OF KENTUCKY

SK 45043 210

CITY/COUNTY OF Ward

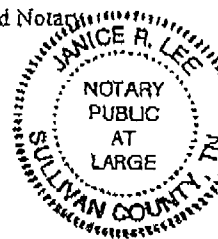
The forgoing instrument was subscribed and sworn to before me, the undersigned Notary
Public, this 5 day of March, 2007 by Charles Stanley.

My Commission expires: 7-15-2010

Charles Stanley (NP)
Notary Public

COMMONWEALTH OF VIRGINIA TN
CITY/COUNTY OF Sullivan

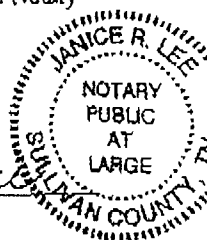
The forgoing instrument was subscribed and sworn to before me, the undersigned Notary
Public, this 13th day of March, 2007 by Candice L. Stanley Berry.

My Commission expires: June 26, 2007

Janice R. Lee
Notary Public

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF Sullivan

The forgoing instrument was subscribed and sworn to before me, the undersigned Notary
Public, this 23rd day of March, 2007 by Marcus S. Stanley.

My Commission expires: June 26, 2007

Janice R. Lee
Notary Public

Schedule B to Agreement

VIRGINIA: IN THE CIRCUIT COURT OF WASHINGTON COUNTY

IN RE: ESTATE OF NATHAN TODD STANLEY,
DECEASED

CASE NO. CWF040000283

ORDER

This matter came before this Court on the Motion for Court Approval of Stock Sale and Payment of Attorney's Fees filed by Melaine Bryans, Administrator of the captioned estate, and was argued by counsel. The Court noted the following facts which are of record in this case:

1. The Administrator qualified before the Clerk of this Court on September 20, 2004. She was not required to post a bond with surety because the assets coming into her possession and control were less than \$15,000 per Virginia Code §26-4.
2. The personal assets of the decedent's estate were insufficient to provide for the payment of all of his debts and estate administration expenses. The Administrator therefore petitioned this Court for the authority to sell the decedent's real estate, under Court supervision.
3. The decedent's real estate was sold by the Administrator under sales contracts that were approved by this Court. The decedent's creditors and estate administration expenses were paid at closing and approved by this Court. The net real estate proceeds were deposited into the account of the General Receiver of this Court.
4. The Administrator, by counsel, attempted to obtain a surety bond for her actions as fiduciary through five different agents. Attached hereto as Exhibit A is a list of the contacts made with different bonding agents, and their requirements before they would issue the bond.
5. The Administrator expects to receive distributions from the Norman and Lequita Joy Stanley Trust (the "Grandparent's Trust") in the approximate amount of \$350,000. She expects

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that substantially all of the payments will be made in cash and is willing to pay them into the account of the General Receiver of the Court.

6. As a partial distribution from the Trust, the Trustees of the Grandparents' Trust sent a stock certificate for 14,400 shares of Highlands Bankshares Inc. issued in the name of the Estate of Nathan Todd Stanley, to Erin S. Downs, counsel for the Administrator. The

Administrator sought the approval of this Court to a sale of said stock. *The court finding the assets of the estate are not sufficient to pay the debts and the sale of the stock would be in the best interest of the estate.*

7. The Court found that the Administrator's fiduciary bond was not adequate to allow her to receive the Highlands Bankshares the stock and directed Erin S. Downs to hold the stock until further determination of the Court regarding the bond.

8. The Trustees of the Grandparents' Trust have agreed to sell the Highlands Bankshares stock and distribute cash to the General Receiver of the Court to be credited to the Nathan Todd Stanley estate.

9. There may be a distribution of an undivided mineral interest from the Grandparents' Trust to the Estate of Nathan Todd Stanley, which shall not occur without further Order of the Court.

10. There are no other known assets of the estate other than the interest in the Grandparents' Trust, and should other assets be identified, the Administrator shall advise the Court forthwith.

Accordingly, it is hereby Ordered that: (a) Erin S. Downs, counsel for the Administrator shall return the Highlands Bankshares stock to the Trustees of the Grandparents' Trust for sale by them as Trustees; (b) the Trustees of the Grandparents' Trust will make the check for the proceeds from the sale of the Highlands Bankshares stock payable to the General Receiver of the Court; (c) the Administrator may not receive any assets for the estate without Order of the

OK 46073 221

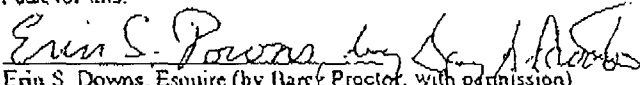
Court. (d) all future distributions of cash from the Grandparents' Trust shall be made payable to the General Receiver of the Court; (e) if any assets other than cash are distributable from Grandparents' Trust, the Administrator shall apply to the Court for instructions; and (f) Grandparents' Trust cannot distribute assets to the Estate except for said cash payable to General Receiver without further Order of the Court.

The Clerk shall cause this Order to be served upon Mark Esposito as counsel for Trustee of the Grandparents' Trust, at Peru Street in Abingdon 208 East Main Street

ENTER: 11/25/06


Judge

I ask for this:


Erin S. Downs, Esquire (by Barry Proctor, with permission)

Jones, King & Downs, P.C.

P.O. Box 1689

Bristol, VA 24201

(423) 764-5515

Attorney for Melanee C. Bryans, Administrator

Seen and Agreed:



Barry L. Proctor, Esquire

117 W. Main St.

Abingdon, VA 24210

(276) 628-1181

Guardian Ad Litem for Kaitlynn N. Bryans

JAMES KING & DOWNS, P.C.
117 W. MAIN ST.
ABINGDON, VA 24210

A COPY

TESTE: 

DEPUTY

CLERK

EX 46198 222

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Schedule C to Agreement

(Plats)

VGOB 03/04/15-1145
505247

TRACT	Owner Name and Address	Split %	Owner Net Interest	Total Net Escrowed Interest	Total Amount in Escrow 08/30/2008	Owner % in Escrow	Owner's Amount In Escrow 08/30/2008
3	Mark Stanley 15675 Jasper Creek Rd Bristol VA, 24202-4456	15%	0.00358000	0.02576250	Bank Total - \$29421.21 Equitable Amount - \$29421.21	13.89616691%	\$ 4,063.41
3	Candace Stanley-Berry 16244 Mountain Spring Rd Abingdon, VA 24210-8744	16%	0.00358000	0.02576250	Bank Total - \$29421.21 Equitable Amount - \$29421.21	13.89616691%	\$ 4,063.41
3	Estate of Nathan Stanley Todd Christian Burkholder, General Receiver Washington County Circuit Court PO Box 505 Bristol, VA 24210-0505	16%	0.00358000	0.02576250	Bank Total - \$29421.21 Equitable Amount - \$29421.21	13.89616691%	\$ 4,063.41
3	The Trust for the Benefit of Sonya R Stanley Mr Mark Stanley, Trustee 15675 Jasper Creek Rd Bristol VA, 24202-4456	16%	0.00358000	0.02576250	Bank Total - \$29421.21 Equitable Amount - \$29421.21	13.89616691%	\$ 4,063.41
3	The Trust for the Benefit of Jeffrey A Berry The First Bank and Trust Company, Trustee Attention: Mr. Jack Phelps 1108 East Stone Drive Kingsport, TN 37664-3363	16%	0.00358000	0.02576250	Bank Total - \$29421.21 Equitable Amount - \$29421.21	13.89616691%	\$ 4,063.41
3	Range Resources-Pine Mountain Dept 8054 PO Box 650002 Dallas, TX 75265-0002	20%	0.00447500	0.02576250	Bank Total - \$29421.21 Equitable Amount - \$29421.21	17.37020854%	\$ 5,079.26

EX 46578 234

EXHIBIT "E"
VC-505247

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
5 Gas Estate	Douglas A. Stidham, single 123 Marlene Drive Bristol, VA 37620	Unleased	0.148000%	0.0870
6197 ε 6198	Omar Dayton Stidham and Emma Jean Stidham, H/W Route 2, Box 112 Coeubrn, VA 24230	Unleased	0.148000%	0.0870
	Velma Morrell and Albert C. Morrell, W/H Route 5, Box 560 Bristol, VA 37620	Unleased	0.148000%	0.0870
	Daril Stidham and Debbie Stidham, H/W Route 5, Box 313 Bristol, VA 37620	Unleased	0.148000%	0.0870
	Garland Stidham and Barbara E. Stidham, H/W 10107 Terrance North Largo, FL 33543	Unleased	0.148000%	0.0870
	Allen Stidham and Teena M. Stidham, H/W 2046 Velencia Way Clearwater, FL 33516	Unleased	0.148000%	0.0870
	David Stidham and Laura K. Stidham, H/W PO Box 26452 Charlotte, NC 28213	Unleased	0.148000%	0.0870
	Lorita Whitley and Thomas R. Whitley, W/H 1620 Braund Avenue Clearwater, FL 33516	Unleased	0.148000%	0.0870
	Dennis Paul Stidham, single Box 1245 Hildebran, NC 28637	Unleased	0.074000%	0.0435
	Suzy Stidham Hall, single 2127 Grier View Lane Charlotte, NC 28213	Unleased	0.074000%	0.0435

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Harold Stidham
and Edith J. Stidham, H/W
10633 Monroe Street
Taylor MI 48180

Unleased

0.148000%

0.0870

or if deeds are recorded

5 David Stidham
and Laura K. Stidham, H/W
PO Box 26452
Charlotte, NC 28213

Unleased

.222000%

.1306

Bruce Stidham
Coeburn, VA 24230

Unleased

.518000%

.3045

5 Coastal Coal Co., LLC
Coal Estate Attn: Mr. Jess Justice
PO Box 1578
Coeburn VA 24230-1578

Leased-EPC
904578
D-42

1.480000%

0.8700

INSTRUMENT #090001351
RECORDED IN THE CLERK'S OFFICE OF
DICKENSON ON
JULY 29, 2009 AT 01:38PM
RICHARD W. EDWARDS, CLERK
RECORDED BY: GJF

OK 45 276 275

Harold Stidham
and Edith J. Stidham, H/W
10633 Monroe Street
Taylor MI 48180

Unleased

0.148000%

0.0870

or if deeds are recorded

5 David Stidham
and Laura K. Stidham, H/W
PO Box 26452
Charlotte, NC 28213

Unleased

.222000%

.1305

Bruce Stidham
Coeburn, VA 24230

Unleased

.518000%

.3045

5 Coastal Coal Co., LLC
Coal Estate Attn: Mr. Jess Justice
PO Box 1578
Coeburn VA 24230-1578

Leased-EPC
904578
D-42

1.480000%

0.8700

COASTAL COAL CO., LLC
ATTN: MR. JESS JUSTICE
PO BOX 1578
COEBURN, VA 24230-1578
TEL: 540-243-1578
FAX: 540-243-1578